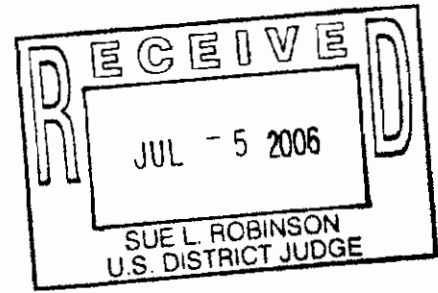


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July 3, 2006

FEDERAL EXPRESS

Honorable Sue L. Robinson - Chambers
c/o Clerk of Courts
United States District Court
District of Delaware
844 N. King Street
Wilmington, DE 19801

Re: Tillman v. The Pepsi Bottling Group, Inc. et al.
No.: CA-04-1314

Dear Judge Robinson:

I advise the court I have been retained by Marlayna Tillman to represent her in the above-captioned action. I am not licensed in the State of Delaware, but am admitted to practice in Pennsylvania and New Jersey. I am in good standing in these jurisdictions, and have one prior admission (2004) pro hac vice in the Federal Court in Wilmington, Delaware.

I met with Ms. Tillman on June 29, 2006, and although she agreed to the terms of representation and I accepted the representation, the written engagement agreement and payment of the required retainer, due to the intervening weekend and my schedule, could not be accomplished until today (July 3, 2006).

I have reviewed the terms of the Court's May 30, 2006 order, requiring counsel to enter his/her appearance by June 30, 2006 and suggest a time to complete discovery, or that plaintiff agree to proceed without counsel, or voluntarily dismiss the action. I understand Ms. Tillman advised the court on June 28, 2006 of her intentions to proceed, and also formally entered her appearance.

Notwithstanding, I write to Your Honor requesting that the case not be dismissed or that my appearance be precluded under the May 30, 2006 order, inasmuch as it was the mechanical details of finalizing the engagement which have led to the very brief delay in my appearance, not any delay on Ms. Tillman's part in retaining me or in her attempt to comply with that portion of the order permitting new counsel.

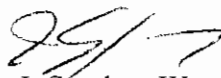
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That said, I was not able to reach local Delaware counsel to secure my admission pro hac vice, as counsel was not available today, and I must clear any potential conflicts and reach terms before local counsel can file the required motion. I expect this can be accomplished on Wednesday, July 5, 2006, and the court will be so notified.

Fianlly, I would propose a period of 120 days within which to complete discovery, from the date of my pro hac vice admission. Prior counsel for Ms. Tillman conducted no discovery, although significant discovery has been made to the defendants, and the plaintiff was deposed for one day. Of course, I would abide by any amended scheduling order in this regard, including a second scheduling conference if deemed necessary by the court.

Thank you for your courtesies and consideration in this regard.

Respectfully,


J. Stephen Woodside

/rr
cc: Marlayna G. Tillman